

ARTICLES OF MERGER

OF

KBRI TX-3 NEWCO, INC.
(a Texas corporation)

WITH AND INTO

KBRI DE-1 NEWCO, INC.
(a Delaware corporation)

FILED
In the Office of the
Secretary of State of Texas
DEC 22 2005
Corporations Section

Pursuant to the provisions of Article 5.01 *et seq.* of the Texas Business Corporation Act, KBRI TX-3 Newco, Inc., a Texas corporation ("TX-3, Inc."), and KBRI DE-1 Newco, Inc., a Delaware corporation ("DE-1, Inc." and "Surviving Corporation"), hereby execute and adopt the following Articles of Merger providing for the merger of TX-3, Inc. with and into DE-1, Inc., with DE-1, Inc. to continue in existence following the merger as the Surviving Corporation (the "Merger"), and certify as follows:

1. TX-3, Inc. is a Texas corporation and DE-1, Inc. is a Delaware corporation.
2. A plan of merger relating to the Merger is contained in the Agreement and Plan of Merger by and between DE-1, Inc. and TX-3, Inc. (the "Merger Agreement").
3. DE-1, Inc. shall be the surviving corporation of the Merger and the name of DE-1, Inc. at the Effective Time of the Merger (as defined below) shall change from "KBRI DE-1 Newco, Inc." to "Kellogg Brown & Root, Inc." (the "Change of Name").
4. Effective as of the Effective Time of the Merger (as defined below), the Certificate of Incorporation of DE-1, Inc. shall be amended to reflect the Change of Name, and as amended, shall be the Certificate of Incorporation of the Surviving Corporation from the Effective Time of the Merger (as defined below) until such time as it may be amended in accordance with applicable law.
5. An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation in Texas at 4100 Clinton Drive, Houston, Texas 77020.
6. Following the Merger, a copy of the Merger Agreement will be furnished by DE-1, Inc., on request and without cost, to any equity holder of TX-3, Inc. or DE-1, Inc. who was an equity holder at the time of the Merger.
7. TX-3, Inc. has 1,000 shares of common stock, par value \$1.00 per share (the "TX-3 Common Stock"), issued and outstanding. All of the issued and outstanding TX-3 Common Stock voted in favor of the Merger Agreement and the Merger.

8. DE-1 has 1,000 shares of common stock, par value \$1.00 per share (the "DE-1 Common Stock"), issued and outstanding. All of the issued and outstanding DE-1 Common Stock voted in favor of the Merger Agreement and the Merger.

9. The Merger Agreement and the performance of its terms were duly authorized by all actions required by the laws of the States of Texas and Delaware and by the constituent documents of each of DE-1, Inc. and TX-3, Inc.

10. The Agreement and Plan of Merger has been approved in accordance with the provisions of Article 5.04 A(1)(b) of the Texas Business Corporations Act.

11. DE-1, Inc. will be responsible for the payment of all fees and franchise taxes of the merged corporations and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

12. These Articles of Merger and the transactions contemplated hereby, including the amendment to the Certificate of Amendment to reflect the Change of Name, shall become effective at 10:50 p.m. CST and 11:50 p.m. EST on December 31, 2005 (the "Effective Time of the Merger").

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of December 22, 2005.

KBRI TX-3 NEWCO, INC.,
a Texas corporation

By: David R. Smith
David R. Smith
Vice President

KBRI DE-1 NEWCO, INC.,
a Delaware corporation

By: David R. Smith
David R. Smith
Vice President

